

Bylaws of the
US-CHINA CATHOLIC
ASSOCIATION A New Jersey Nonprofit
Corporation



USCCA

美中天主教交流协会

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ARTICLE I. NAME AND OFFICES

Clause 1. Name

The name of this corporation is US-CHINA CATHOLIC ASSOCIATION, a New

Jersey nonprofit corporation. In Chinese this shall be rendered as 美中天主教交流协会. It is hereinafter referred to in these Bylaws as the corporation.

Clause 2. Office(s)

The principal office of the corporation shall be at 1646 Addison Street, Berkeley, CA 94703. The Board of Directors may, by resolution, change the principal office of the corporation. The corporation may also have an office at such other place or places both within and outside the State of New Jersey as the Directors may determine.

ARTICLE II. PURPOSE

Clause 1. Nonprofit Purpose

As set forth in the Certificate of Incorporation, this corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Clause 2. Mission and Vision Statement

The vision of the US-China Catholic Association is to build friendship and cooperation between Catholics in China and in the United States for the flourishing of society.

Inspired by the Gospel, the mission of the US-China Catholic Association is to build bridges of friendship and dialogue between the people of China and the United States by offering educational, service, and cultural programs in support of the Church and the larger society.

The US-China Catholic Association, its governing board, officers, and staff shall be authorized to pursue any and all such activities in keeping with its mission and vision, insofar as these are consistent with applicable law, the Certificate of Incorporation and the Bylaws, including the above stated clause concerning Nonprofit Purpose.

ARTICLE III. MEMBERS

The corporation shall not have members.

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ARTICLE IV. BOARD OF DIRECTORS

Clause 1. Powers and Duties of the Board of Directors

The Board of Directors shall be responsible for managing the property, affairs and business of

the corporation in accordance with these Bylaws and as prescribed by the applicable laws of the state of New Jersey. The duties include defining and achieving the mission and objectives of the corporation, formulate and implement strategies, financial stewardship and sustainability, developing key policies, form committees, and hire and supervise the Executive Director. In order to achieve the stated purposes and objectives of this corporation, the Board may exercise all powers conferred by applicable law, the Certificate of Incorporation, and these Bylaws. The Board of Directors of USCCA consists of Full Directors, Associate Directors, and Emeritus Directors. Article IV refers to the rights and duties of the Full Directors of the Association. Only Full Directors have the authority to vote on all matters. Article V refers to the right and duties of the Associate and Emeritus Directors.

Clause 2. Number of Full Directors and Term of Office

The Board of Directors of the corporation shall consist of nine (9) to fifteen (15) Full Directors, as determined by the Board. The term of office for each Full Director will be three (3) years with a limit for each Full Director of three (3) consecutive three (3) year terms. A Full Director who has served three consecutive terms may be elected again after an absence of one year as a Full Director.

Clause 3. Vacancies, Attendance and Removal

In the event of a vacancy on the Board of Directors for any reason whatsoever, the Full Directors may elect a new Director to fill the vacancy for the remainder of the unexpired term.

Full Directors are expected to attend at least 75% of the scheduled regular or special meetings. Excessive unexcused absences may be cause for removal of the Full Directors. Any director (Full, Associate, or Emeritus) may be removed with or without cause at any time by the affirmative vote of two-thirds vote of the total membership of the Board of Full Directors.

Clause 4. Power to Make and Alter the Certificate of Incorporation and Bylaws

The Board of Full Directors shall have the power to amend the Certificate of Incorporation, and to make or alter any Bylaw or Bylaws, or any other rule or regulation governing the operation of the Board of Directors and the corporation. Amendments to the Certificate of Incorporation or the Bylaws may be approved at any regular or special meetings of the Board of Directors, by a two-thirds vote of the total number of the Board's Full Directors. The notice of the meeting at which the amendment (Certificate of Incorporation or the Bylaws) is to be considered shall contain the precise language of any proposed amendment.

Clause 5. Rules and Regulations

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The Board of Directors of the corporation shall have the power to prescribe their own Rules and Regulations for the conduct of their business in conjunction with the purposes of this corporation, which shall include but not be limited to the scheduling, holding and conduct of their own meetings.

Clause 6. Regular Meetings

Regular meetings of the Board of Directors shall be held at least once each quarter at such time and place as the Board of Directors shall from time to time determine. One of the four (4) quarterly meetings will be in-person while other quarterly meetings may be virtual. Notice of each regular meeting shall include a working agenda for the meeting, but the agenda may be altered or revised at any time.

Clause 7. Special Meetings

A special meeting of the Board of Directors may be called by the Chairperson at any time, or by a majority of the Full Directors. Notice of such meetings shall be in writing by electronic mail or post to each Full Director stating the time, place, and purpose thereof, not less than 48

hours before the meeting, exclusive of the date of the meeting. Other business not stated in the announcement of the special meeting cannot be acted on although it can be discussed. When necessary, as determined by the Chair, the Full Directors may hold special meetings without the associate and emeritus directors.

Clause 8. Notice of Meetings

Notice of any meeting of the Board of Directors shall be given by written notice delivered personally, electronic methods or mail delivered to each director at her physical or electronic address as shown in the records of the corporation. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail so addressed, with postage thereon prepaid. If notice be given by electronic methods, such notice shall be deemed to be delivered when the notice is sent to an address or number approved by the recipient.

Clause 9. Waiver of Notice

A Director may waive notice of a meeting by signing a waiver of notice thereof in writing, whether before or after the time stated therein, which waiver shall be deemed equivalent to such notice. In addition, the attendance of a Director at a meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Clause 10. Quorum and Voting

Attendance by a majority of the Full Directors then in office shall constitute a quorum for the transaction of business at any meeting, regular or special, of the Board. Directors may participate in a meeting by means of conference telephone, electronic means, or similar communication services which permits all persons participating in the meeting to hear each other. Unless specifically stated, the vote of a majority of the Full Directors present at a

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meeting at which a quorum is present, shall be the act of the Board of Directors.

Clause 11. Informal Action

Any action required by law to be taken at a meeting of the Full Directors, or any action that may be taken at a meeting of the Full Directors, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the Full Directors.

Clause 12. Delegation

The Board may delegate duties or actions to one or more Officers of the Board or to a Board committee. If such an act is specifically delegated to one or more Officers of the Board or to a Board committee, such member(s) or committee shall be solely responsible for any activities involved in such act and shall report such actions taken to the Board. The delegated member(s) or committee has the authority to take action(s) only as specified by the Board.

Clause 13. Indemnification of Directors

To the full extent of the law governing the corporation and the articles of incorporation, any present or former Director, Officer, employee, or agent of the corporation, or other such persons so designated in the discretion of the Board of Directors, or the legal representative of such person, shall be indemnified (including advances against expenses) by the corporation against all judgments, fines, settlements, and other reasonable costs, expenses, and counsel fees paid or incurred in connection with any action, suit, or proceeding to which any such person or his legal representative may be made a party by reason of his being or having been such a Director, Officer, employee, or agent. No indemnification or advance against expenses shall be approved by the Board or paid by the Association until after receipt from legal counsel of an opinion concerning the legality of the proposed indemnification or advance.

Clause 14. Compensation of Directors

Directors as such, shall not receive any compensation for their services, but may be reimbursed for reasonable expenses, for example, travel for USCCA business, actually incurred in the performance of their duties; provided, however, that this provision shall not be construed to preclude any Director from serving the corporation in any other capacity and receiving compensation, therefore.

ARTICLE V. ASSOCIATE DIRECTORS AND EMERITUS DIRECTORS

Clause 1. Associate Directors

An Associate Director is someone committed to the mission of the corporation; he or she is willing to attend Board meetings as a non-voting Board participant and serve on committees. The Board of Directors elects Associate Directors to serve a one-year term, normally beginning with the Annual In-Person Meeting. An Associate Director may not serve as an Associate Director for more than three (3) consecutive terms.

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Clause 2. Emeritus Directors

An Emeritus Director is someone who has served as a Full Director and is willing to continue attending Board meetings as a non-voting advisory role and serve on committees. The Board of Full Directors normally elects Emeritus Directors to serve a one-year term, beginning with the Annual In-Person Meeting. Each year thereafter the Board, Emeritus Director may be nominated and re-elected to serve an additional year. The term of an Emeritus Director may be renewed indefinitely.

ARTICLE VI. COMMITTEES

Clause 1. Right to Appoint Committees

The Board of Directors shall appoint standing or special committees of such size as it may deem necessary to properly carry on the activities and effect the objectives and purposes of the corporation. The standing committees of the Board include the Executive Committee, the Board Membership Committee, the Development Committee, the Finance Committee, and the Programming Committees (including conference, study tours, friendship ministry, etc.). The chair of all Board committees must be members of the Board and under special circumstance, with the exception of the Executive Committee, the committee members may include persons who are not members of the Board of Directors.

Special committees may be established to meet special purposes. The mandates of such committees shall be approved by the Board of Directors; and the committees shall perform such duties as the Board may direct.

Clause 2. The Executive Committee

The Officers of the Board shall constitute the Executive Committee, along with other Full Directors as deemed necessary and by the invitation of the Executive Committee. The term of these special members of the Executive Committee should be no more than three years and may be re-invited after an absence of one year.

The Chairperson of the Board serves as the Chair of the Executive Committee. Where votes are taken, the Chair can vote as a Full Director.

The Executive Committee is empowered to act between meetings of the Board in support of its operations and implementation of resolutions passed by the Board, any routine governance matters, as well as to act on behalf of the Board on matters delegated to it by the Board.

The Executive Committee resolves any urgent issues facing the corporation when there is not enough time to call a special meeting of the Board. The Executive Committee shall report any action(s) it takes to the Board of Directors within five (5) business days after such action(s) have been taken.

The Executive Committee acts as a steering committee for the Board. The Executive Committee prioritizes issues for the Board to address.

Though the Executive Committee meets frequently and independently and has authority to

act, they're still ultimately accountable to the Board. They should submit meeting minutes, documentation and a record of votes to the Board of Directors within a week of the meeting or as part of the Board materials in the next Board meeting.

The quorum of the Executive Committee shall consist of a majority of its members. Any decisions of the Executive Committee also should be based on a majority vote. The Executive Director shall serve as a non-voting ex-officio member of the Executive Committee.

Clause 3. Other Board Standing Committees

- a. Board Membership Committee. This committee is responsible for recruiting, vetting, and appointing new Board members, evaluation and renewal of current Board members, onboarding of new members, training of Board governance, and ongoing Board engagement, training or team building activities.
- b. Development Committee. This committee supports the Board and individual Board members in their fundraising roles. It has a combination of strategic and implementation responsibilities. The committee's members help shape development strategies and plans, monitor results against the development plan, and ensure that the organization's fundraising program is appropriately resourced. USCCA has two main fund-raising programs, the summer Mission Appeals and the fall Annual Appeal. The Mission Appeals also is an opportunity to share the Mission of USCCA with US dioceses and parishes. Sub-committee and additional fund-raising campaigns may be added to meet special program needs.
- c. Finance Committee. The finance committee provides overall financial oversight of USCCA. Its members help to ensure that USCCA has the necessary resources to provide programming and deliver its mission in the community. Specifically, this committee is responsible for preparing the annual budget, which is approved by the Board, monitoring monthly financial statements, overseeing auditing, risk management, and financial reporting, including the annual IRS Form 990 and all required tax filings, and ensuring the organization has the cash reserves and investments necessary for long-term success.
- d. Programming Committees. The major programs of USCCA include the mission appeal, the biennial conference, the friendship ministry, the study tours in China, the speaker series, book circle, and website resources. Each program has its own committee and the program objectives and activities to be defined, implemented, evaluated and revised on an annual basis. The program committee prepares an annual budget, and annual plan, and an annual report including financial and operational information.

Clause 4. Limit on the Power of Committees

Committees shall **not** have the power to approve an amendment of the Certificate of Incorporation, a plan of merger or consolidation, a sale, lease, exchange, mortgage, pledge or other disposition of all, or substantially all, the property and assets of the corporation, the voluntary dissolution of the corporation, or revocation of voluntary dissolution proceedings, to adopt, amend, or repeal these Bylaws, or take other action as prohibited by applicable law.

ARTICLE VII. OFFICERS OF THE CORPORATION

Clause 1. The Officers of the Corporation

The Officers of the corporation shall be the Chair of the Board, the Vice-Chair of the Board, the Secretary, the Treasurer, and the Vice-Treasurer. The Executive Director shall be an Officer of the corporation, provided that the Executive Director shall be an ex officio non-voting member of the Board and committees of the corporation.

Clause 2. Board Officers

The Board of Directors shall elect a Chairperson, a Vice-Chairperson, a Secretary, a Treasurer and a Vice Treasurer at or before the Annual Meeting. These Officers of the Board shall serve for a three (3) year term and may be elected for no more than three (3) terms. All Officers must have at the time of election the status of active members of the Board as Full Directors and maintain that status throughout their tenure as Officers.

Clause 3. Authority and Duties of Board Officers

(a) Chairperson. The Chairperson shall preside at all meetings of the Board of Directors and Executive Committee. When presiding at a meeting of the Board, the Chair can vote as a Full Director of the Board.

(b) Vice-Chairperson. The Vice-Chairperson shall perform the duties of the Chairperson in his/her absence and shall assist the Chair in the discharge of all leadership duties. When presiding at a meeting of the Board, the Vice-Chairperson can vote.

(c) Secretary. The Secretary of the Board shall attend all meetings of the Board of Directors and Executive Committee and shall maintain the minutes of such proceedings. The Secretary shall maintain current and prior copies of the Certificate of Incorporation, the official corporation Bylaws, the official Corporate Directory (which must clearly specify the current and past dates of the terms of all those listed), and the Book of the Policies and Procedures (including human resources, finance, operations) and Complementary Norms for conducting the business of the Board of the USCCA. The secretary shall oversee the reporting and filing of all legal, corporate and tax requirements and associated record keeping.

(d) Treasurer. The Treasurer of the Board shall have custody of the funds of the corporation, shall oversee the maintenance of full and accurate records of receipts and disbursements in documents belonging to the corporation, shall deposit all moneys in the name of the corporation in depositories of the corporation, and shall disburse funds as ordered by the Board of Directors. Working with the Finance Committee, the Treasurer will prepare a report of the status of all accounts of the corporation prior to each meeting of the Board, as well as an annual report of the finances of the corporation at the close of each fiscal year.

(e) Vice Treasurer. The Vice-Treasurer shall perform the duties of the Treasurer in his/her absence and shall assist the Treasurer in the discharge of the Treasurer duties.

Clause 4. Executive Director

- a. The Board of Directors shall hire and supervise an Executive Director who, as an employee, shall not be on longer than a three-year contract. The Executive Director shall serve at the will of the Board. He or she shall be responsible to the Board for implementing all resolutions and directives of the Board and its committees. The Executive Director shall be evaluated annually by the Board of Directors, and a special evaluation for contract renewal. The Executive Director shall provide services consistent with policies established by the Board of Directors.
- b. The Executive Director shall have overall supervision of the operations of the corporation, and shall direct the day-to-day business of the corporation, maintain the properties of the corporation, hire, supervise, evaluate, discharge, and determine the salaries and other compensation of all staff members under the Executive Director's supervision, and perform such additional duties as may be directed by the Executive Committee or the Board of Directors.
- c. All hiring, new or replacement, by the Executive Director, should follow the human resource guidelines, within budgetary guidelines, and under the delegation of authority. Institutional partnerships, MOUs and other agreements — written or verbal — that obligate USCCA financially, programmatically or otherwise extend a commitment of the association — require Board approval.
- d. The Executive Director shall be given a delegation of authority by the Board regarding a dollar limit of expenditure, per occurrence and per year. Exceeding the limit will require prior approval by the Executive Committee or the Board.
- e. The Executive Director shall make a monthly report to the Executive Committee, and a quarterly report, including financial, program and administrative information, to the Board before the meetings, or as shall be requested by the Chair or the Board. The quarterly financial report will include the budget and actual to date, and a balance sheet. The Executive Director will prepare a budget for the new year no later than three months before the end of the fiscal year to the Board for approval. The Executive Director shall prepare the annual reports, including financial, program and administrative information, which should be presented to the Board by the end of the first quarter of the new year for approval.
- f. The Executive Director shall be a non-voting ex-officio member of all committees of the Board, including the Executive Committee. The Executive Director shall be present at all meetings of the Board of Directors as a non-voting participant, except in those instances where the Board votes that the Executive Director should recuse himself or herself.
- g. The Executive Director will be hired on the basis of a contract approved by at least two thirds of the Full Directors of the Board, and which includes among its provisions a fixed term of office and provisions for compensation.
- h. The Executive Director shall serve until his or her contracted term has been completed, or until removed before the contract ending by a vote of a majority of the Full Directors of the Board. Such removal may be with or without cause.

Clause 5. Tenure of Office; Vacancy; Removal

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With the exception of the Executive Director, the Officers of the corporation shall hold office until their successors are chosen and qualify. In the case of a vacancy, the Board may elect a new officer to complete the term of the vacancy. Any Officer of the corporation elected by the Board of Directors may be removed with or without cause at any time by the affirmative vote of two-thirds of the Full Directors of the Board.

ARTICLE VIII. SEAL

Any seal of this corporation shall include the words US-CHINA CATHOLIC ASSOCIATION.

ARTICLE IX. DISSOLUTION

A dissolution of the corporation requires two-thirds approval of the Full Directors of the corporation. Upon dissolution of the corporation and after payment of just debts and liabilities, all remaining assets shall be distributed to organizations designated by the Board of Directors, in accordance with the requirements of the Certificate of Incorporation.

ARTICLE X. FISCAL YEAR

The fiscal year of the corporation shall run from January 1 through December 31 of the given year.

REVISION HISTORY

APPROVED and ADOPTED by the Board of Trustees of US-CHINA CATHOLIC ASSOCIATION on 27 September 1989.

Revised 3 October 1998. Revised 12 February 1999. Revised 11 April 2002. Revised 08 January 2005. Revised 22 April 2006. Revised 20 December 2012. Revised 25 January 2013. Revised 29 April 2017. Revised 26 February 2018. Revised 28 April 2018. Revised 27 March 2020.

Latest revision 13 December 2023.

Be it moved that the foregoing amended version of the BYLAWS OF THE US-CHINA CATHOLIC ASSOCIATION, consisting of this and the preceding nine pages, be adopted as the official Bylaws of the corporation.

ADOPTED and APPROVED by the Board of Directors on this 13th day of December

2023. Peter Tan, Chairperson – US-CHINA CATHOLIC ASSOCIATION